

Expenses for Professionals and Official Committee Members signed April 17, 2002, amending the Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001 (collectively, the Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **October 3, 2013 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the FCR, Richard H. Wyron, Esquire and Debra L. Felder, Esquire, Orrick, Herrington & Sutcliffe LLP, 1152 15th Street, NW, Washington, DC 20005 and John C. Phillips, Esquire, Phillips, Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (ii) co-counsel for the Debtors, John Donley, Esquire, and Adam Paul, Esquire, Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654 and Laura Davis Jones, Esquire, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iii) co-counsel to the Official Committee of Unsecured Creditors, Kenneth Pasquale, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 222 Delaware Avenue, Suite 1600, Wilmington, DE 19801; (iv) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O.

Box 1351, Wilmington, DE 19899; (v) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Rita C. Tobin, Esquire, Caplin & Drysdale, Chartered, 600 Lexington Avenue, 21st Floor, New York, NY 10022-6000 and Marla R. Eskin, Esquire, Mark T. Hurford, Esquire, Kathleen Campbell Davis, Esquire, Campbell & Levine, LLC, 222 Delaware Avenue, Suite 1620, Wilmington, DE 19801; (vi) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Neil B. Glassman, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (vii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (viii) the Office of the United States Trustee, ATTN: Richard Schepacarter, Esquire, 844 N. King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801; and (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 1250, Dallas, TX 75201.

Any questions regarding this Notice or attachments may be directed to undersigned counsel.

ORRICK, HERRINGTON & SUTCLIFFE LLP

Dated: September 13, 2013

By: /S/ RICHARD H. WYRON

Richard H. Wyron, admitted *pro hac vice*
Debra L. Felder, admitted *pro hac vice*
1152 15th Street, NW
Washington, DC 20005
(202) 339-8400

—and—

PHILLIPS, GOLDMAN & SPENCE, P.A.
John C. Phillips, Jr. (#110)
1200 North Broom Street
Wilmington, DE 19806
(302) 655-4200

*Co-Counsel to Roger Frankel,
Asbestos PI Future Claimants' Representative*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

_____)	
In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>,)	Case No. 01-1139 (KJC)
)	
Debtors.)	Objection Deadline: October 3, 2013 at 4:00 p.m.
_____)	Hearing: December 18, 2013 at 11:00 a.m.

**COVER SHEET TO FIRST QUARTERLY APPLICATION OF
ORRICK, HERRINGTON & SUTCLIFFE LLP, BANKRUPTCY COUNSEL
TO ROGER FRANKEL, ASBESTOS PI FUTURE CLAIMANTS'
REPRESENTATIVE FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD
MAY 16, 2013 THROUGH JUNE 30, 2013**

Name of Applicant:	Orrick, Herrington & Sutcliffe LLP
Authorized to Provide Professional Services to:	Roger Frankel, Asbestos PI Future Claimants' Representative (the "FCR") ¹
Date of Retention:	As of May 16, 2013 (pursuant to this Court's Order entered July 31, 2013)
Period for which compensation is sought:	May 16, 2013 through June 30, 2013

¹ On May 29, 2013 the Court entered an interim order [Dkt. No. 30681] appointing Roger Frankel as the successor FCR *nunc pro tunc* to May 16, 2013. The interim order was amended on May 30, 2013 [Dkt. No. 30689], which became final by its terms on June 14, 2013 [Dkt. No. 30756]. On June 5, 2013, Mr. Frankel, as successor FCR, filed an application with the Court seeking authority to employ Orrick as his counsel *nunc pro tunc* to May 16, 2013 [Dkt. No. 30718], which application was granted by the Court on July 31, 2013 [Dkt. No. 30902].

Amount of Compensation (100%) sought
as actual, reasonable, and necessary: \$ 137,865.00

Amount of Expense Reimbursement sought
as actual, reasonable and necessary: \$ 4,909.25

This is an: X interim monthly final application.

PRIOR QUARTERLY APPLICATIONS FILED

Orrick was retained effective May 16, 2013, pursuant to this Court's Order entered July 31, 2013. This is Orrick's first quarterly fee application as counsel to Roger Frankel as FCR.

COMPENSATION SUMMARY **MAY 16, 2013 THROUGH JUNE 30, 2013**

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Jonathan Guy	Partner, 12 years in position; 19 years relevant experience; 1994, Commercial Litigation	\$810	5.40	\$4,374.00
Peri Mahaley	Of Counsel, 20 years in position; 33 years relevant experience; 1979, Insurance	\$665	.70	\$465.50
Richard H. Wyron	Partner, 23 years in position; 33 years relevant experience; 1979, Restructuring	\$875	62.20	\$52,087.50 ²
Debra L. Felder	Associate, 10 years in position; 10 years relevant experience; 2002, Restructuring	\$650	104.00	\$67,600.00
Debra O. Fullem	Bankruptcy Research Specialist	\$270	49.40	\$13,338.00
TOTAL			221.70	\$137,865.00
Blended Rate: \$621.85				

² Please note this amount reflects a reduction for non-working travel in the amount of \$2,337.50.

COMPENSATION BY PROJECT CATEGORY
MAY 16, 2013 THROUGH JUNE 30, 2013

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Compensation of Professionals-Orrick	16.70	\$8,531.00
Compensation of Professionals-Others	6.00	\$1,886.00
Insurance	1.30	\$990.50
Litigation	60.70	\$44,934.00
Retention of Professionals-Orrick	49.10	\$28,745.00
Retention of Professionals-Other	81.40	\$50,441.00
Travel (Non-Working)	6.50	\$2,337.50
TOTAL		\$137,865.00

EXPENSE SUMMARY
MAY 16, 2013 THROUGH JUNE 30, 2013

<u>Expense Category</u>	<u>Total Expense</u>
Duplicating	\$2,894.80
Lexis	\$23.59
Postage	\$1,675.00
Taxi	\$29.00
Westlaw	\$286.86
TOTAL	\$4,909.25

Orrick's Client Charges and Disbursements Policy effective January 1, 2013, are as follows:

a. ***Duplicating*** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication.

b. ***Long Distance Telephone and Facsimile Charges*** – Orrick does not charge clients for long distance telephone calls. Necessary mobile phone usage is reimbursed to professionals submitting an appropriate bill. Out-going facsimile transmissions are charged at \$1.00 per page, and there is no charge for incoming facsimiles.

c. ***Messenger and Courier Service*** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.

d. ***Overtime*** -- It is Orrick's practice to allow staff and certain paraprofessionals in its Washington D.C. office working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge of up to \$7.50. It is Orrick's practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances. Orrick generally utilizes secretarial assistance in connection with monitoring and updating case dockets and downloading, circulating and printing of pleadings filed in the case. Thus, certain charges may be incurred by secretaries for overtime. (Note: These charges are at rates less than that charged by Orrick paralegals or other professional staff who may have otherwise performed this type of work.)

e. ***Computerized Research*** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. Use of fee based internet research services is charged at Orrick's cost.

ORRICK, HERRINGTON & SUTCLIFFE LLP

Dated: September 13, 2013

By: /S/ RICHARD H. WYRON

Richard H. Wyron, admitted *pro hac vice*

Debra L. Felder, admitted *pro hac vice*

1152 15th Street, NW

Washington, DC 20005

(202) 339-8400

Counsel to Roger Frankel,

Asbestos PI Future Claimants' Representative

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-01139 (KJC)

(Jointly Administered)

Objection Deadline: October 3, 2013 at 4:00 p.m.

Hearing: December 18, 2013 at 11:00 a.m.

**FIRST QUARTERLY INTERIM APPLICATION OF
ORRICK, HERRINGTON & SUTCLIFFE LLP, BANKRUPTCY COUNSEL TO
ROGER FRANKEL, ASBESTOS PI FUTURE
CLAIMANTS' REPRESENTATIVE, FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
MAY 16, 2013 THROUGH JUNE 30, 2013**

Pursuant to §§ 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, and this Court’s Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, amending the Court’s Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001 (collectively, the “Administrative Order”), Orrick, Herrington & Sutcliffe LLP (“Orrick”), Bankruptcy Counsel, hereby submits this first quarterly interim application (the “First Quarterly Interim Application”) for an allowance of (i) compensation for professional services rendered to Roger Frankel, Asbestos PI Future Claimants’ Representative (the “FCR”) of W.R. Grace & Co. and its affiliates (collectively, the “Debtors”) for the period May 16, 2013 through June 30, 2013 (the “Interim Period”), and (ii) the reimbursement of expenses incurred during the same period.

By this First Quarterly Interim Application, Orrick seeks the interim allowance of compensation in the amount of \$137,865.00 in fees and reimbursement of actual and necessary expenses in the amount of \$4,909.25 for a total of \$142,774.25, or 100% of all compensation and expense reimbursement requested, for the period May 16, 2013 through June 30, 2013. In support of this First Quarterly Interim Application, Orrick respectfully represents as follows:

Jurisdiction

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334.

Background

2. On April 2, 2001 (the “Petition Date”), the Debtors filed their voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. By an Interim Order entered on May 29, 2013, the Court appointed the FCR in the above-captioned cases *nunc pro tunc* to May 16, 2013 [Dkt. No. 30681]. The Interim Order was amended on May 30, 2013 [Dkt. No. 30689], and became final by its terms on June 14, 2013 [Dkt. No. 30689].

4. On June 5, 2013, the FCR applied to this Court for an order authorizing the retention of Orrick as his bankruptcy counsel *nunc pro tunc* to May 16, 2013 [Dkt. No. 30718]. On July 31, 2013, this Court entered an order authorizing the FCR to employ Orrick as bankruptcy counsel effective as of the May 16, 2013 [Dkt. No. 30902].

Monthly Fee Applications Covered Herein

5. Prior to the filing of this First Quarterly Interim Application, Orrick filed its May 16-31, 2013 and June 1-30, 2013 monthly fee applications with the Court pursuant to the Administrative Order.

6. On August 16, 2013, Orrick filed its First Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses as Bankruptcy Counsel to the FCR for the Period May 16-31, 2013 (the “First Monthly”) [Docket No 30978] requesting \$68,098.50 in fees and expenses in the amount of \$25.30. The deadline to file objections to the First Monthly expired on September 4, 2013, and no objections were filed. A certificate of no objection was filed with the Court on September 9, 2013 at Docket No. 31081.

7. On August 16, 2013, Orrick filed its Second Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses as Bankruptcy Counsel to the FCR for the Period June 1-30, 2013 (the “Second Monthly”) [Docket No. 30979] requesting \$69,766.50 in fees and expenses in the amount of \$4,883.95. The deadline to file objections to the Second Monthly expired on September 4, 2013, and no objections were filed. A certificate of no objection was filed with the Court on September 9, 2013 at Docket No. 31082.

8. The First and Second monthly applications covered by this First Quarterly Interim Application contain details on the actual and necessary services provided by Orrick during the Interim Period as well as the other information required to be included in fee applications.

Requested Relief

9. By this First Quarterly Interim Application, Orrick requests that the Court approve the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by Orrick from May 16, 2013 through June 30, 2013. As stated above, the full scope of the services provided and the related expenses incurred are fully described in the monthly fee applications for the Interim Period that already have been filed with the Court.

11. At all relevant times, Orrick has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interests of the FCR.

12. All services for which compensation is requested by Orrick were performed for or on behalf of the FCR.

13. Except for the Debtors' obligation to pay compensation and reimbursement as allowed by the Court, Orrick has received no payment and no promise for payment from any source for services rendered, or to be rendered, in any capacity whatsoever in connection with these cases.

14. In accordance with Rule 2016(b) of the Federal Rules of Bankruptcy Procedure, Orrick has not shared and has not agreed to share (a) any compensation it has received or may receive with another party or person other than with its partners, counsel and associates, or (b) any compensation another person or party has received or may receive in connection with these Chapter 11 cases.

WHEREFORE, Orrick respectfully requests that the Court enter an order, providing that, for the period May 16, 2013 through June 30, 2013, Orrick shall be allowed the sum of \$137,865.00 in fees for reasonable and necessary professional services rendered to the FCR and the sum of \$4,909.25 for the reimbursement of actual and necessary costs and expenses incurred, for a total of \$142,774.25, that the Debtors be authorized and directed to pay to Orrick the outstanding amount of such sums, and for such other and further relief as this Court may deem just and proper.

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: /S/ RICHARD H. WYRON

Richard H. Wyron, admitted *pro hac vice*
Debra L. Felder, admitted *pro hac vice*
1152 15th Sreet, N.W.
Washington, DC 20005
(202) 339-8400

*Counsel to Roger Frankel,
Asbestos PI Future Claimants' Representative*

Dated: September 13, 2013

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u> ,)	Case No. 01-1139 (JKF)
)	
Debtors.)	
)	

VERIFICATION

DISTRICT OF COLUMBIA, TO WIT:

Richard H. Wyron, after being duly sworn according to law, deposes and says:

1. I am a partner of the applicant law firm Orrick, Herrington & Sutcliffe LLP ("Orrick") and have been admitted *pro hac vice* to appear in these cases.

2. I have personally performed certain of the legal services rendered by Orrick as counsel to Roger Frankel, Asbestos PI Future Claimants' Representative ("FCR") and am familiar with the other work performed on behalf of the FCR by the lawyers, legal assistants, and other professionals of Orrick as set forth in the invoices previously filed with the Court.

3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order, as amended, dated April 17, 2002, and I believe the Application to be in compliance therewith.

/S/ RICHARD H. WYRON
Richard H. Wyron

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 13TH DAY OF SEPTEMBER 2013

/S/ SHERYL R. ALEXANDER
Notary Public

My commission expires: 7/31/2016

CERTIFICATE OF SERVICE

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on September 13, 2013, I caused the *Notice, Cover Sheet, First Quarterly Interim Application of Orrick, Herrington & Sutcliffe LLP, Bankruptcy Counsel to Roger Frankel, Asbestos PI Future Claimants' Representative, for Compensation and Reimbursement of Expenses Incurred for the Period May 16, 2013 through June 30, 2013, and Verification*, to be served upon those persons as shown on the attached Service List in the manner indicated and a copy of the *Notice and Cover Sheet* will be sent September 13, 2013, by first class mail, postage prepaid, to all parties on the attached Service List.

<p>UPS Laura Davis Jones, Esquire James O'Neil, Esquire Pachulski Stang Ziehl & Jones LLP 919 North Market Street, 16th Floor Wilmington, DE 19899-8705</p>	<p>Email: <i>vdimaio@parcelsinc.com</i> Vito I. DiMaio Parcels, Inc. 10th & King Streets P.O. Box 27 Wilmington, DE 19899</p>
<p>UPS Richard Schepecarter, Esquire Office of the United States Trustee 844 King Street, Suite 2207, Lockbox 35 Wilmington, DE 19801</p>	<p>UPS and Email: <i>feeaudit@whsmithlaw.com and bruhlander@whsmithlaw.com</i> Bobbi Ruhlander Warren H. Smith & Associates Republic Center 2235 Ridge Road, Suite 105 Rockwall, TX 75087</p>
<p>UPS and E-mail: <i>richard.finke@grace.com</i> (W.R. Grace & Co.) David B. Siegel W.R. Grace and Co. 7500 Grace Drive Columbia, MD 21044</p>	<p>E-mail: <i>nglassman@bayardfirm.com</i> (Local Counsel to DIP Lender) Neil B. Glassman, Esquire The Bayard Firm</p>
<p>E-mail: <i>mhurford@camlev.com</i> (Local Counsel to Asbestos Claimants) Mark T. Hurford, Esquire Campbell & Levine, LLC</p>	<p>E-mail: <i>ttacconelli@ferryjoseph.com</i> (Counsel for Property Damage Claimants) Theodore Tacconelli, Esquire Ferry & Joseph, P.A.</p>
<p>E-mail: <i>mlastowski@duanemorris.com</i> (Counsel to Official Committee of Unsecured Creditors) Michael R. Lastowski, Esquire Duane Morris, LLP</p>	<p>E-mail: <i>tcurrier@saul.com</i> (Counsel for Official Committee of Equity Holders) Teresa K.D. Currier, Esquire Saul Ewing LLP</p>

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<p><i>E-mail: jdonley@kirkland.com; apaul@kirkland.com</i> (Counsel to Debtor) John Donley, Esquire Adam Paul, Esquire Kirkland & Ellis</p>	<p><i>E-mail: jsakalo@bilzin.com</i> (Official Committee of Property Damage Claimants) Scott L. Baena, Esquire Bilzin Sumberg Baena Price & Axelrod LLP</p>
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/S/ DEBRA O. FULLEM

Debra O. Fullem

Orrick, Herrington & Sutcliffe LLP